

EXHIBIT G

Development Plan

The Everett Riverfront Development Plan (or, the “**Plan**”) is a conceptual plan for redevelopment of City-owned property adjacent to the Snohomish River. The Plan would implement the goals, policies, and objectives of other approved City plans pertaining to the riverfront area and reflect intended high quality urban environmentally sensitive nature of the development. These approved City plans include, but are not limited to, the City’s Comprehensive Plan, Shoreline Master Program, and Shoreline Public Access Plan (collectively “**Adopted City Plans**”). The Adopted City Plans provide a vision and specific goals for the development and redevelopment of the City’s waterfront areas, including the Snohomish riverfront.

As guided by the Adopted City Plans, the Plan calls for a riverfront development that will provide opportunities to enhance the character of this shoreline area and properly balance the ends of economic diversification, recreational opportunities, environmental protection, and shoreline restoration. The Plan intends for the development to be a model of economically sustainable, “green” development on former brownfield industrial sites. The Plan provides that the riverfront development will be of a high quality and will enhance and protect the natural features of the City’s Snohomish riverfront. Reflecting the vitality and excitement of other emerging developments around the City of Everett, the Plan offers unlimited opportunities for a distinctive retail, commercial, residential, dining, and entertainment experience all within the artistry of nature. The riverfront development will create a place where citizens can stroll along the river, sit in a park, spend lunch at a sidewalk café eating great food, shop in unique shops, see a movie, and live within an environmentally sensitive development. Under the Plan, this riverfront area will become a premier destination for working, shopping, dining and living.

The actions contemplated in the Plan are subject to appropriate and subsequent development and site-specific State Environmental Policy Act (SEPA), land use, shoreline, development, public and other applicable review by governmental agencies. Nothing in this Plan will have an adverse environmental impact or limit the choice of reasonable alternatives prior to completion of SEPA review.

The conceptual Plan includes, but is not limited to, the following elements:

1. Economic Diversification: Creating a Place to Live, Work & Shop

The Everett Riverfront development will be a unique development showcasing retail, commercial and residential space, public amenities, and extraordinary frontage along the spectacular Snohomish River to make it a premier destination for working, shopping, dining, and living.

a. Retail. The Plan provides for the following retail development:

- In accordance with the Adopted City Plans, the development will be developed as a destination retail center which is designed as a high quality, master planned lifestyle entertainment center. By way of example, the following retail developments would be considered destination lifestyle centers: Clarendon Commons in Arlington, Virginia; University Village in Seattle, Washington; Santana Row in San Jose, California; and The Glen Town Center, in Glenview, Illinois. These exemplary developments are in keeping with the definition of a lifestyle center adopted by the International Council of Shopping Centers: "a center with an upscale orientation, 150,000 to 500,000 square feet of leasable area, an open air format and at least 50,000 square feet of national specialty chain stores." Here, the Plan calls for between 500,000 to 1.2 million square feet of retail development.
 - The master planned lifestyle center will emphasize an attractive, people-oriented mixed-use commercial center with significant public access, abundant parking, a plaza or public center area, and separation between pedestrians and automobiles encouraging pedestrian movement.
 - Other mixed uses within the master planned lifestyle center may include commercial and office developments, as well as the residential component described below.
 - The lifestyle center will replicate a traditional main street feel through organic growth, urban density, mix of uses, open air environments, great streetscapes, and community-based elements. Design elements related to development of such a space are described below in the discussion of the "Diverse Destination" element.
- b. **Residential.** Under the Plan, it is anticipated that the residential component will be comprised of approximately 500 to 1,500 residential units, which may include single- and multi-family townhouses.
2. **Recreational Opportunities: Creating Opportunities for Public Enjoyment of the Riverfront Environment**

At present, miles of shoreline are inaccessible to city residents for recreational uses (i.e., walking, cycling) and enjoyment of the natural river environment. The significant public access improvements related to this development will bring the public closer to the water to experience the shoreline environment. Recreational opportunities will be expanded, including pedestrian and bike trails, park, open space, waterfront promenade, water access and the integration of recreation and open space in the residential and mixed-use community areas. The Plan anticipates that the development's recreational and open space amenities will accommodate community events and celebrations.

3. **Environmental Protection and Shoreline Restoration: Caring for the Riverfront Environment**

Although most Everett shorelines have been highly modified over a century of urbanization, there remain areas providing important shoreline ecological functions and opportunities for restoration. The Plan expects that the habitat and environmental features of these areas will be

restored. Public access will be integrated into these areas to allow the community to experience this natural environment.

4. Diverse Destination: Creating a Lifestyle Center Connected to the Broader Everett Community and Surrounding Riverfront Environment

As noted above, the Plan calls for a development that creates a place that connects retail, residential, recreational, and environmental uses to generate a premier destination for working, shopping, dining and living. The Plan expects that such a place includes the following:

- The development will enhance the visual and functional characteristics of Everett's riverfront. The master plan for the lifestyle center shall orient buildings and facilities to maximize visual access to the river, estuary and mountain views and provide visual and direct access to the river and prominent riverfront trails.
- The development will create a pedestrian-friendly, riverfront destination community. The development will be at a human scale, having architectural designs which shape a simple, holistic aesthetic and remove barriers between the customers and the retail and recreational amenities.
- The development will effectively link the City of Everett to the riverfront with various connections and access points to the community. Great places are about linkages, and this development will provide opportunities to link the river to the city and the amenities in the downtown in the future.
- The site and buildings will be strongly interrelated with the environment through use of green building and environmental design features. Sustainable Design practices will be integrated into the development to create a healthy community.
- The Plan will be implemented to achieve at least a certification level of Silver from the U.S. Green Building Council's LEED (Leadership in Energy and Environmental Design) Green Building Rating System for Neighborhood Development as described in and subject to the provisions of the Agreement.
- The development will introduce design features that lend to some degree of continuity, but within a setting that emphasizes Everett's waterfront history and setting, rather than thematic motifs not traditional to the Everett riverfront.
- The development will result in a riverfront destination community with quality architecture, landscaping, and public amenities. Great places are about the smallest details and they happen inches at a time. Accordingly, the riverfront development will include well designed homes, a unique shopping and dining experience, and an inviting system of sidewalks and pathways, plazas, and parks that will make it a great place to live and work.

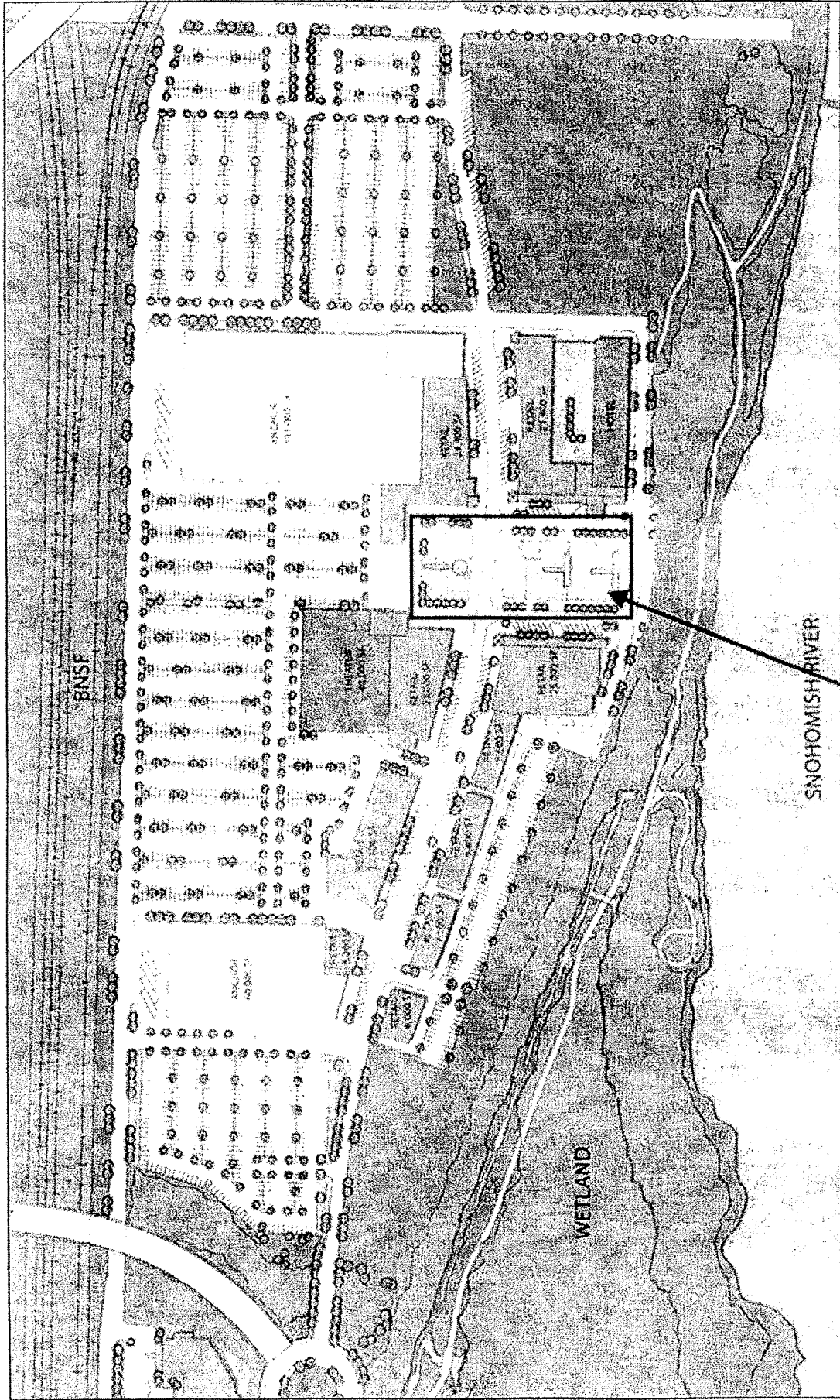
Conceptual Layout of the Everett Riverfront Development.

The Development Plan consists of two main development areas containing approximately 110 developable acres and surrounding non-developable wetland areas of approximately 110 acres. Each of these areas has distinctive features, and the Plan provides that each area be developed to complement and enhance such features as follows:

1. **Former Landfill and Mill Sites.** This approximately 60-acre area is bordered on the north by Pacific Street; on the west by the BNSF mainline and the "Turkey Track" right-of-way; and on the east and south by the former Milwaukee Road railroad right-of-way. The vision for this site is a mixed-use, pedestrian-friendly lifestyle entertainment center. This center will have a main street with stores fronting the streets and community spaces and plazas. There will be a 1.5 acre central gathering space which will be integrated into the center and a three-acre public park located within the Mill Site. The central gathering space shall be developed to serve a civic role of giving identity to the riverfront community. The space shall include architecture and amenities that provide a sense of the overall theme of the development. Amenities in the central gathering space shall include: lighting, comfortable seating, well located waste receptacles, effective way-finding signage, drinking fountains, a water feature, a restroom, sheltered areas from weather and opportunities for activities that bring people to use the public space to meet, gather and eat. A single roadway may be included in the design of the central gathering space as illustrated by the conceptual drawing attached hereto as long as the other elements, benefits and amenities are included in the design, the roadway incorporates paving and surface treatments appropriate for the gathering space and the roadway may be closed or its use limited for events and public gatherings. There will be between 500,000 and 1.2 million square feet of retail development and between 250 and 500 housing units. The Plan anticipates a mix of commercial uses including a destination grocer, spa hotel, national bookstore, and a movie theater. Residential units will consist of a mix of multi-family and single-family townhouse units. The mix of uses is intended to create a 24-hour presence on the site, centered on a pedestrian-friendly main street. There will be pathways that connect the riverfront to the center and serve as a gathering area for the community. Pedestrian trails and environmental enhancement will continue along the river. Opportunities for future pedestrian, bicycle, transit, and vehicle connections to the downtown areas to the west will be created.

2. **Simpson Site.** This approximately 37.8-acre developable area is upland of and surrounded by wetlands and was part of the Simpson Lumber Company. The site is envisioned as a 500-700 unit residential development containing a variety of single-family and multi-family housing choices. The low-rise multi-family units, townhouses and detached single-family homes are intended to be compatible in scale with the nearby Lowell neighborhood. Residents on the site will have access to the riverfront, and the lifestyle center, and there will be opportunities for future access to the City of Everett to the west via a future trail system.

3. **Wetland and Shoreline Areas.** Adjacent to and integrated with the Landfill, Eclipse Mill and Simpson Sites are wetland and shoreline areas. The Plan contemplates that the habitat and environmental features of these areas will be restored by the City. Public access will be integrated into the entire site. The Plan includes shoreline restoration and habitat enhancement actions throughout the area, including the Category 1 wetlands and riparian corridor near the



Depiction of "central gathering space"